

NEW HAMPSHIRE ASSOCIATION OF FIRE CHIEFS, INC.



BY-LAWS

Amended August 13, 2020

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ARTICLE ONE: NAME

The name of this organization shall be: The New Hampshire Association of Fire Chiefs, Incorporated.

ARTICLE TWO: PURPOSE

- A. The articles of agreement for this organization were filed on September 7, 1983.
- B. The purpose of this organization shall be to:
- Promote and develop professionalism in all aspects of the fire service including, but not limited to emergency medical services, emergency management, and the protection of life, property and the environment.
 - Promote research and effective and efficient methods of suppression, prevention, training and public education as it relates to all aspects of the fire service.
 - Promote and lobby for legislative changes that will aid the fire service in carrying out its functions.
 - Provide leadership qualities for the New Hampshire Fire Service and such other matters as the interest of the Fire Service may, from time to time, bring to our attention.
 - This organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c) (3) of the Internal revenue Code, or corresponding section of any future federal tax code.

ARTICLE THREE: LOCATION OF PRINCIPAL OFFICE

The principal office of the organization shall be at the residence of the secretary or Executive Director of the organization or United States Postal Service address, to be determined by the Board of Directors.

ARTICLE FOUR: MEMBERSHIP

- A. The association shall be comprised of both voting and non-voting membership:

1. Qualifications/Categories for voting members:

i. Active Members:

- Active members shall be any fire chief, chief of department, chief engineer, chief fire ward, deputy fire chief, assistant fire chief, district fire chief, division chief, battalion chief, fire commissioner; chief coordinator of a mutual aid association; chief, deputy chief or assistant chief of a private or federal fire department; director of fire standards and training and emergency medical services, and bureau chiefs; state fire marshal and deputy state fire marshals; director of the division of emergency services and communications and deputy; director of homeland security and assistant; chief of forest protection, law enforcement and training officer and regional forest rangers in the Division of Forest and Lands within the State of New Hampshire and any fire chief in active service in any city, town, village or fire district within the State of New Hampshire.

2. Qualifications/Categories for non-voting members:

i. Life Members:

- Any active member who has retired from the fire service and has been a dues paying member for ten (10) years, may apply for life membership. Any individual eligible for active or associate membership shall not be eligible for life membership. In the case of the disabled active member, the ten-year rule may be waived. All applications for life membership shall be referred to the Board of Directors to establish eligibility. The Board of Directors may waive the requirements of this section for extenuating circumstances. All applicants shall be voted into life membership by a majority of those Board of Directors present and voting, a quorum being present.

ii. Associate Members:

- Associate members shall be members of any federal, state, town, city, village, county area or private fire agency or organization, or any person interested in the purpose of this organization.

iii. Advocate Membership:

- Membership shall be offered to entities that support the objectives of the association. Individuals associated with the member entity shall be able to attend general membership meetings and receive association correspondences.

iv. Retired Membership:

- Any active or associate member in good standing who has retired from the fire service may apply to the Secretary for a change in membership category. In the event the member reverts to active service, he/she will no longer qualify for this category.

v. Honorary Members:

- Honorary members shall be those who may have rendered conspicuous service to the New Hampshire Association of Fire Chiefs, Inc. Said members shall be exempt from the payment of dues. Honorary members shall be recommended by the Board of Directors to the body at a regular meeting of the association

vi. Rights and Privileges:

- Life, associate, retired, honorary and advocate members shall have all the rights and privileges of floor discussion, and to make suggestions. They shall not hold any elected office or appointed position except as otherwise noted in this document. They may, however, due to their expertise be asked to serve as a technical consultant or advisor to any committee or elected or appointed official. They shall not have the right to vote or to make motions or seconds to motions.

B. Application for Membership:

1. Any applicant for Voting and Non-Voting Membership must complete a membership form, and be accompanied by the appropriate membership dues and initiation fee (if applicable).
2. Acceptance for any type of membership shall be by majority vote of the Board of Directors with the exception of Honorary Members, which shall be voted upon by the body at a regular meeting.

C. Removal of Members:

1. The Board of Directors may censure, either publicly or privately, suspend, or expel, and/or prohibit the reinstatement of a member for any violation of the most recently approved International Association of Fire Chiefs' Code of Ethics, or for any other cause a majority of the Board of Directors feels is egregious enough to warrant such action.
2. The Board of Directors shall establish procedures for the handling of complaints against members and for the investigation and determination thereof. In each case the member so involved shall be notified promptly.

ARTICLE FIVE: DUES

- A. Dues for membership in the association shall be established by the Board of Directors.
 - 1. Current dues rates/schedule shall be maintained by the treasurer.
 - 2. The dues rates/schedule shall be reviewed annually by the Board of Directors when developing the annual budget.
- B. Delinquent dues and refunds:
 - 1. All dues shall be payable upon receipt of invoice and shall be considered delinquent after 60 days of non-payment.
 - 2. No member in arrears for dues shall be eligible to vote and after due notice of such arrears, shall be suspended from the membership roll and from the membership mailing list.
 - 3. Dues payments are not refundable or transferrable, with the exception of Advocate Members, who may wish to transfer membership to another person within their company / organization.

ARTICLE SIX: MEETINGS OF MEMBERS

- A. The regular meeting of the association shall be held on the second Thursday of each month at such a time and place as the Board of Directors may choose. The time, place and date may be changed by a majority vote of the Board of Directors; or in case of emergency, by the President.
- B. Eleven (11) voting members from at least five (5) different communities or organizations shall constitute a quorum for the transaction of association business during regular meetings of the membership.
- C. In the event of a natural disaster or any other emergency that precludes the membership from meeting at a defined location, the meeting may, at the discretion of the Board of Directors, or in an emergency, the President, be held virtually by any electronic means available upon notification of the membership.

ARTICLE SEVEN: ANNUAL MEETING

- A. The Annual Meeting of the members will be held on the second Thursday of April. The time, place and date may be changed by a majority vote of the Board of Directors or in case of emergency, by the President.

- B. The Board of Directors (as defined in Article Eight) shall be elected at the Annual Meeting in accordance with Article Ten.
- C. The annual budget shall be approved at the Annual Meeting.
- D. Eleven (11) voting members from at least five (5) different communities or organizations shall constitute a quorum for the transaction of association business during the annual meeting of the membership.
- E. In the event of a natural disaster or any other emergency that precludes the membership from holding the Annual Meeting at a defined location, the meeting may, at the discretion of the Board of Directors, or in an emergency, the President, be held.

ARTICLE EIGHT: BOARD OF DIRECTORS

A. Board of Directors:

1. There shall be a Board of Directors consisting of nine (9) voting members and five (5) non-voting members. Board members must not be of the same immediate family (Spouse, parent, child) or related by blood or marriage.

- i. The Board of Directors positions shall consist of:

- One (1) President
- One (1) 1st Vice President
- One (1) 2nd Vice President
- One (1) Sergeant-at-Arms
- One (1) Secretary (non-voting)

(Note: If Executive Director position is filled, a Secretary may not be elected at the Board of Directors' discretion)

- One (1) Treasurer (non-voting)
- Five (5) Directors-at-Large
- One (1) Immediate Past President of this organization (NHAFC) (non-voting)
- One (1) NH Director to the New England Association of Fire Chiefs – A Division of the International Association of Fire Chiefs (non-voting)**

** - Positions may be eligible to vote if elected into a voting position (e.g. President, 1st Vice President). Terms of these positions are to be consistent with the By-Laws of the New England Division of the IAFC and the New England Association of Fire Chiefs.

2. Eligibility:

- A. Any member of the association seeking election to the Board of Directors shall be an active member in good standing of the association at the time

of their election (with the exception of non-voting positions). In the event an active member is elected to a non-voting position or ex-officio position of the Board of Directors, he/she may not vote during Board of Directors meetings, but may vote during membership meetings.

3. The voting members of the Board of Directors shall be elected by ballot at the annual meeting of the association:
 - A. Two (2) of which shall be full-time career chiefs of department.
 - i. A career Chief is defined as the chief of a department with strictly full-time personnel.
 - B. Two (2) of which shall be chiefs of department of a combination, volunteer or call department, or the director/administrator of a state agency (Fire Academy Director, Forests and Lands Director, etc.).
4. Five (5) active members of the Association.
5. The Directors-at-Large positions shall be elected as follows:
 - A. Two (2) – 2 year terms on the even years
 - B. Three (3) – 2 year terms on the odd years
6. The non-voting members of the Board of Directors shall be elected by ballot at the annual meeting of the association.
7. Voting members of the Board of Directors shall be active members in the fire service at the time of election and be a member in good standing.
8. In the event a Board of Director member retires from active fire service, he/she may fulfill the remainder of his/her term. He/she shall be classified as whatever type of member he/she retired as (full time, call, etc).
9. Any member of the Board of Directors may resign their position by delivering a letter of resignation to the President.
10. Should any position on the Board of Directors become vacant prior to the next Annual Meeting, the remaining members of the Board of Directors shall appoint a member to fill said vacancy. Any replacement(s) will hold office for the remainder of the term.
11. Board of Director members absent from three (3) Board of Director meetings in a row, or over 50% of the Board of Directors meetings within the fiscal year, without approval of the Chairman of the Board of Directors (Association President) or First Vice President, shall be assumed to have resigned their position from the Board. Any such approval must be put in the minutes at the meeting they are missing.
12. Notwithstanding the Executive Director, Secretary and Treasurer, members of the Board of Directors shall not be compensated for their time while serving on the Board but may be reimbursed for reasonable expenses occurred while acting in their official capacity as a member of the Board.

13. Expenses:

All non-budgeted expenses incurred by the association shall be approved by the Board of Directors. All spending in excess of the approved budget shall require an affirmative vote by the Board of Directors.

B. Conflict of Interest:

Any possible conflict of interest on the part of any member of the Board of Directors (herein referred to as the Board), officer, or employee of the Association, shall be disclosed in writing to the Board and made a matter of record at the annual meeting, and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds \$500 but is less than \$5,000 in a fiscal year, a two-thirds vote of the disinterested board members is required. Where the transaction involved exceeds \$5,000 in a fiscal year, then a two-thirds vote of the disinterested board members and publication in the Union Leader newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new board member will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreeing to this policy. The Board will comply with all requirements of New Hampshire law in this area and the applicable New Hampshire laws are incorporated into and made part of this policy statement.

B. Duties of Board of Directors Members:

1. The Board of Directors shall have the following general duties:

- i. Have general charge of the affairs of the association.
- ii. Review the work of the association and develop policies for the operation of the association.
- iii. Give their concurrence on prospective appointments of active members to the auditing and nominating committees as received from the association President.
- iv. Determine if a member meets the qualifications for voting.
- v. Determine if a member meets the eligibility requirements of the membership to hold office.
- vi. Make recommendations to the membership as to the different types of membership.
- vii. Determine any additional privileges they establish for each type of membership.

2. The Board of Directors shall be responsible for the following specific duties:

i. President:

- a. Be the official representative and spokesperson for the association.
- b. Serve as chairman of the Board of Directors.
- c. Appoint all committees.
- d. Preside at meetings of the association and Board of Directors.
- e. Call a special meeting of the Board of Directors when so requested by a majority of the Board of Directors or whenever the President determines one is necessary. Except when the President determines that an unusual emergency exists, at least five (5) days notification shall be given to Board members and the reason for the special meeting stated. Fewer than five (5) days notice shall only be given in an emergency as determined by the President and at least one other Board member.
- f. Have signing authority and authority to enter into contracts and agreements contingent upon an affirmative vote by the Board of Directors.

ii. 1st Vice President:

- a. In the absence or inability of the president to perform all the duties of the office, be directed to assume the duties and responsibilities of the president.
- b. Assist the president in conducting the business and policies of the association.
- c. Performs such other duties as are prescribed by the President or Board of Directors.

iii. 2nd Vice President:

- a. Assist the president and first Vice President in conducting the business and policies of the association.
- b. In the absence or inability of the President or the First Vice President to perform their duties, be directed to assume all the duties and responsibilities of the President.
- c. Perform such other duties as are prescribed by the President or Board of Directors.

iv. Sergeant-at-Arms:

- a. Serve as guardian of the ballot box.
 - b. Assist the association Secretary with the examination of the credentials of voting members.
 - c. Perform such other duties as may be required by the President or the Board of Directors.
- v. Secretary:
- a. Keep proper records of all proceedings at the association and Board of Directors meetings.
 - b. Attend to all correspondences.
 - c. Keep the necessary records and files for the association.
 - d. Receive all monies and transfer same to the Treasurer.

(Note: If the Executive Director position is filled, some of the duties of the Secretary may be assumed by the holder of the position.)

- vi. Treasurer:
- a. Supervise the use of all assets of the association with the advice and approval of the Board of Directors.
 - b. Ensure that all monies of the association are deposited in proper accounts and where applicable, drawing the highest rate of return consistent with the greatest safety for the association funds.
 - c. Shall ensure that all funds are collected, recorded, transferred, and disbursed according to accepted accounting practices and principles, in accordance with the By-laws of the association and the policies adopted by the Board of Directors.
 - d. Shall provide a written report to the Annual Meeting of the association on the financial condition of the association including a summary of all revenues and disbursements.
 - e. Shall disburse funds or obligates of the association for up to \$500.00. For any amount greater than \$500.00 (not budgeted for), a joint action of the Treasurer and the President will be required.

Executive Director

An Executive Director shall be appointed by and responsible to the Board of Directors, and be the administrator of the organization, responsible for all areas of the

organization's operation. In accordance with the policies outlined by the Officers and Board of Directors; the *Position Description/Summary of Responsibilities*, and the Constitution and By-Laws of the New Hampshire Association of Fire Chiefs, the Executive Director shall act as the Chief Executive Officer of the association and shall be responsible for the administration of all association affairs; managing of business transactions; representing the association; providing continuing and timely information to the Officers and Board of Directors; managing projects; coordinating efforts with the association lobbyist and other related duties as required. The Executive Director shall interface with all partners in public safety and represent the organization at various meetings and conferences as directed by the Board of Directors.

C. Meetings of the Board of Directors

1. Shall meet not less than six (6) times each year with written record kept of their proceedings.
2. The President shall be responsible for scheduling these meetings (time and location) and the Secretary shall be responsible for notifying the board members.
3. Five voting (5) members of the Board of Directors shall constitute a quorum for the transaction of Board business.
4. In the event a physical meeting of the Board is not practical, meetings may be conducted by telephonic or other technical means.
5. In the event a vote is needed immediately, the President may ask for consent via electronic means such as email or telephonic.

ARTICLE NINE: BUDGET FISCAL YEAR

The annual budget for the New Hampshire Association of Fire Chiefs shall commence on May 1st and end on the following April 30th.

ARTICLE TEN: ELECTIONS

- A. The election of the Board of Directors shall occur at the Annual Meeting of the General Membership to be held during the month of April, at a place designated by a previous meeting. The election of positions for the forthcoming year shall take place at this meeting by secret ballot. The President, 1st Vice President, 2nd Vice President, and Sergeant-at-Arms shall hold a position for a period of one (1) calendar year. The positions of President, 1st Vice President, 2nd Vice President, Sergeant-at-Arms, Secretary, Treasurer and Directors-at-Large shall be chosen by majority vote of active members of the Association in attendance at the Annual

Meeting. Officers shall normally be installed and assume office at the completion of the election.

- B. The Nominating Committee (as established in Article Eleven, Section A-2) shall create a ballot to be presented to the General Membership at the Annual Meeting for consideration. At that Annual Meeting, there shall be an opportunity to accept nominations for any Board of Director positions (from the floor) to be placed on the ballot.
- C. In the event there is a contested race, the secretary (with the assistance of the Sergeant-at-Arms) shall issue ballots to the voting members in attendance. Each voting member shall be allowed one ballot. The ballots shall be counted by at least two members of the Board of Directors who are not in the contested race. Once the results have been announced, the ballots may be inspected by any member who requests to see them. Once the inspection has concluded, the ballots may be destroyed by a positive vote of the body.
- D. In the event there is not a contested race, a motion would be in order to direct the Secretary to cast one ballot for the slate of directors suggested by the nominating committee.
- E. An act of the membership shall be required to override (extend) the 1-year term for President, 1st Vice President, 2nd Vice President, and/or Sergeant-at-Arms.
- F. Prior to the Annual meeting, the outgoing Treasurer shall present the Association's records to the Auditing Committee of members not including the Board of Directors for an independent audit. Once this audit is completed and accepted by the Association, the new Treasurer shall assume assigned duties.

ARTICLE ELEVEN: STANDING COMMITTEES

- A. The President shall establish whatever committees that may be necessary to organize and operate the association. The Board of Directors shall establish selection criteria for such committee(s). Committees shall include but not limited to:
 - 1. Auditing Committee
 - i. Shall consist of three voting members of the association.

- ii. The auditing committee is responsible for conducting and or ensuring an annual audit of the associations financial records is completed. This audit shall be completed and presented to the members at the annual meeting.

2. Nominating Committee

- i. Shall consist of at least two voting members of the association.
- ii. The nominating committee is responsible for identifying candidates to serve on the board of directors and to present such nominations at the annual meeting.
- iii. The committee shall be guided by Article Eight of this document when considering the qualifications of the nominated members.

3. Legislative Committee

- i. The Committee shall consist of at least three voting members and shall be chaired by the 2nd Vice President or designated member of the Board of Directors.
- ii. The Committee shall review current and proposed legislation to determine if the legislations promotes changes that will aid the fire service in carrying out its function or promotes changes that will hinder the fire service in carrying out its function.
- iii. The Committee will then determine the position of the association in regards to the legislation and proceed accordingly based on that decision.

4. Professional Development Committee

- i. Shall consist of at least two voting members of the association.
- ii. Shall be responsible for developing professional development programs for the members of the association.

5. Budget Committee

- i. Shall consist of at least three voting members of the Board of Directors and the Treasurer of the association.
- ii. Shall be responsible for developing a fiscally responsible budget for the upcoming fiscal year.
- iii. Shall present the budget to the association at the annual meeting for appropriate action.

6. Ad-Hoc

- A. The president shall have the authority to establish ad-hoc committees, in addition to the standing committees.

ARTICLE TWELVE: PROHIBITED ACTIVITIES AND DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN: IDEMNIFICATION

The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such Amendment or repeal was voted by or was made with the written consent of such indemnified person. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE FOURTEEN: AMENDMENTS

- A. The voting members of the association shall have the full power at any meeting to alter, or revise these By-laws, providing that notice of such alteration, amendment or revision has been made available of the voting members for introduction and discussion at a membership meeting. Any proposed amendment(s) shall be made available of the voting members for review at least 15 calendar days prior to the date of the intended vote at a subsequent membership meeting.
- B. A two-thirds majority of the members present at such meeting and entitled to vote, shall be necessary for the adoption of any such alteration, amendment or revision. If a voting member is unable to attend they may submit a written vote or submit a letter identifying a proxy for the vote in question.
- C. All amendments, alterations or revisions shall take effect immediately upon adoption by the membership unless otherwise provided.

ARTICLE FIFTEEN: IAFC CODE OF ETHICS FOR FIRE CHIEFS

The purpose of the International Association of Fire Chiefs (IAFC) is to actively support the advancement of the fire service, dedicated to the protection and preservation of life and property against fire, provision of emergency medical services and other emergencies. Towards this endeavor, every member of the International Association of Fire Chiefs shall represent those ethical principles consistent with professional conduct as members of the IAFC:

- Recognize that we serve in a position of public trust that imposes responsibility to use publicly owned resources effectively and judiciously.
- Not use a public position to obtain advantages or favors for friends, family, personal business ventures, or ourselves.
- Use information gained from our positions only for the benefit of those we are entrusted to serve.
- Conduct our personal affairs in such a manner that we cannot be improperly influenced in the performance of our duties.
- Avoid situations whereby our decisions or influence may have an impact on personal financial interests.
- Seek no favor and accept no form of personal reward for influence or official action.
- Engage in no outside employment or professional activities that may impair or appear to impair our primary responsibilities as fire officials.
- Comply with local laws and campaign rules when supporting political candidates and engaging in political activities.

- Handle all personnel matters on the basis of merit.
- Carry out policies established by elected officials and policy makers to the best of our ability.
- Refrain from financial investments or business that conflicts with, or is enhanced by our official position.
- Refrain from endorsing commercial products through quotations, use of photographs, testimonials, for personal gain.
- Develop job descriptions and guidelines at the local level to produce behaviors in accordance with the code of ethics.
- Conduct training at the local level to inform and educate local personnel about ethical conduct and policies and procedures.
- Have systems in place at the local level to resolve ethical issues.

ADOPTED:

Adopted by the General Membership on: August 13, 2020 as amended.